

**McELROY, DEUTSCH, MULVANEY & CARPENTER, LLP**  
ATTORNEYS AT LAW

1300 MOUNT KEMBLE AVENUE  
P.O. BOX 2075  
MORRISTOWN, NEW JERSEY 07962-2075  
(973) 993-8100  
FACSIMILE (973) 425-0161

JOSEPH P. LA SALA  
Direct dial: (973) 425-8749  
jlasala@mdmc-law.com

November 1, 2011

**VIA ECF AND HAND DELIVERY**

Hon. Dennis M. Cavanaugh  
United States District Judge  
United States District Court  
for the District of New Jersey  
Martin Luther King, Jr. Federal Building  
& U.S. Courthouse  
50 Walnut Street  
Newark, New Jersey 07101

**Re: *In re Medco/Express Scripts Merger Litigation***  
**Civil Action No. 11-4211 (DMC) (MF)**

Dear Judge Cavanaugh:

We represent Defendants Express Scripts, Inc., Aristotle Holding, Inc., Aristotle Merger Sub, Inc. and Plato Merger Sub, Inc. (collectively, "Express Scripts") in this matter. We write in response to Plaintiffs' letter submitted to the Court last evening responding to Defendants' opposition to Plaintiffs' request to schedule a competing preliminary injunction hearing for November 29, 2011, one week ahead of the previously-scheduled preliminary injunction hearing in the Delaware Action. Plaintiffs' letter states that "Express Scripts manipulated the Delaware Court into scheduling a preliminary injunction hearing by setting an artificially early shareholder vote," and that refusing to schedule a competing preliminary injunction hearing in New Jersey ahead of the previously-scheduled hearing in this action "would be granting Defendants relief by foul means."

The record clearly belies Plaintiffs' unsubstantiated claim that the Defendants "manipulated the Court of Chancery" into scheduling a preliminary injunction hearing. There is simply no factual basis for this claim. As Express Scripts' explained in its letter to the Court yesterday, ***Express Scripts did not seek a preliminary injunction hearing in the Delaware Action.*** Rather, on October 14, 2011, Express Scripts filed a motion for judgment on the pleadings in the Delaware Action pursuant to Court of Chancery Rule 12(c) (the "12(c) Motion"), along with a proposed briefing schedule on the 12(c) Motion, which could have disposed of the Delaware Action in its entirety. The Court of Chancery declined to schedule the 12(c) Motion, and instead convened a scheduling conference with the parties to the Delaware Action, during which the Court scheduled a preliminary injunction hearing for December 6, 2011. The Delaware Plaintiffs also moved for a preliminary injunction that same day. The Court of Chancery scheduled the preliminary injunction hearing with an understanding that the

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necessary stockholder votes would likely be scheduled on or about December 14, 2011, allowing sufficient time to resolve the preliminary injunction application.

Thank you for your consideration of this letter.

Respectfully,

/s/ Joseph P. LaSala

Joseph P. LaSala

cc: Andrew Muscato, Esq. (via e-mail)  
Kevin Marino, Esq. (via e-mail)  
James C. Cecchi, Esq. (via e-mail)  
Mark Lebovitch, Esq. (via e-mail)  
Michael C. Barry, Esq. (via e-mail)